

Exhibit B

(Retention Affidavit)

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

In re:

SOUTHERN SKY AIR & TOURS, LLC,  
D/B/A DIRECT AIR,

Debtor.

Case No. 12-40944 (MSH)

Chapter 11

**AFFIDAVIT OF SPECIAL COUNSEL REGARDING DEBTOR'S MOTION TO  
EMPLOY AND RETAIN ATTORNEY SUSAN B. JOLLIE AS SPECIAL COUNSEL**

I, Susan B. Jollie, hereby depose and say:

1. I am an attorney admitted to practice in the District of Columbia and I am a principal of the Law Office of Susan B. Jollie, which maintains an office at 7503 Walton Lane, Annandale, VA 22003. I am authorized to perform work described in the Debtor's Motion for an order authorizing my retention as special counsel (the "Motion") and to execute this Affidavit.

2. I hereby represent that neither I nor any partner or associate in my firm holds or represents any interest adverse to the bankruptcy estate of Southern Sky Air & Tours, LLC, d/b/a Direct Air (the "Debtor") or affiliates of the Debtor.

3. I have no connection with, and hold no interest materially adverse to the interests of the Debtor, its creditors, or any other party in interest, or their respective attorneys or accountants to the extent known, or the Office of the United States Trustee or any person employed in the Office of the United States Trustee, in the matters for which my office is proposed to be retained, except as follows:

- a. In the past, I have served as special counsel to the predecessor entity of Sky King Incorporated Airways during its bankruptcy, but that representation ended several years ago and I do not have any current representations of Sky King, Incorporated.

b. In the days leading up to the Petition Date, Attorney Jollie was initially consulted by Avondale Aviation I, LLC, the Debtor's majority owner, concerning certain aviation and regulatory matters affecting the Debtor and in connection with the Debtor's dealings with the DOT once the determination was made to discontinue flight operations. .

4. I may have served as a professional person in other matters, wholly unrelated to the Debtor or its case, in which attorneys and other professional persons retained by the Debtor, its creditors and other parties in interest have also been engaged.

5. As set forth in the Motion, I am holding a retainer for services to be rendered as special counsel to the Debtor in the amount of approximately \$1,500 and an additional \$23,500 is due on or before April 2, 2012, which sum was paid on behalf of the Debtor by Avondale Aviation I, LLC, the Debtor's majority owner.

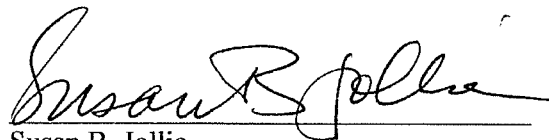
6. I have not agreed to share with any person, other than partners and employees in my office, the compensation to be paid for services rendered in the Debtor's case.

7. I shall amend this Affidavit immediately upon my learning that (a) any of the within representations are incorrect, or (b) there is any change of circumstance relating thereto.

8. I have reviewed the provisions of MLBR 2016-1.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 29, 2012



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